

# SJ Exhibit 12



OFFICE OF THE COMPTROLLER  
CITY OF ST. LOUIS




**DARLENE GREEN**  
Comptroller

212 City Hall  
(314) 622-4389  
FAX 622-4026

## MEMORANDUM

**TO:** Ms. Nancy Kistler  
Deputy City Counselor

**FROM:** Chana Morton   
Executive Secretary to the Comptroller

**DATE:** July 12, 2019

**RE:** INCIDENT REPORT: JUNE 26<sup>TH</sup> & JUNE 27<sup>TH</sup> - JAMES GARAVAGLIA  
MUNICIPAL COURTS (5<sup>TH</sup> AMENDMENT) DOCUMENTS

**Garavaglia  
Depo.  
Exhibit 6**

Wednesday, June 26, 2019:

At 3:28 p.m. on Wednesday, June 26, 2019, I received an email from Mr. Tom Ray of Armstrong Teasdale. In the email (please see attachment #1) Mr. Ray stated that there "might be a problem tomorrow" because Jim Garavaglia received a call from the Mayor's secretary, Sherry Wibbenmeyer, regarding the Municipals Courts 5<sup>th</sup> amendment documents stating that the documents had been signed by the Mayor. Tom Ray indicated in his email that instead of asking Sherry to walk the documents to our office for the Comptroller's signature (which is the normal process) Jim Garavaglia instructed Sherry to send the documents to him via the use of inter-office mail. Tom also indicated (which many of us knew) that Jim would be on vacation the following day and would not return until the following week. Tom stressed that this created a bit of an emergency since the documents needed to be processed by Friday, June 28<sup>th</sup>.

After receiving this email, I immediately called Comptroller Green to inform her of the email from Tom Ray, and to let her know that Tom stated the documents needed to be signed by Friday, June 28<sup>th</sup>. Comptroller Green asked me to call Sherry, in the Mayor's office, to see if we could intercept the documents so that the Comptroller could sign them immediately.

At approximately 3:40 p.m., I contacted Sherry W. to see if she was still in possession of the documents. She let me know that she had placed the documents, as instructed by Jim, into the inter-office mail around 12:30 p.m., but she would run to see if the documents were still in the out-going mail. Sherry called me back around 3:50 p.m. to let me know that the documents had been picked up by the mail person and was no longer in the Mayor's office.

At 3:45 p.m. - I called the Comptroller back to let her know that the documents were no longer in the Mayor's office and she instructed me to contact Sheila Woods, Jim Garavaglia's assistant, to ask the whereabouts of the documents and to let her know that the Comptroller wanted to sign the documents on that day.

on the web: [www.stlouis-mo.gov/comptroller](http://www.stlouis-mo.gov/comptroller)

GARAVAGLIA 110

**SJ Exhibit**

**12**

Sheila told me she was unsure of what I was talking about (even though she was also copied on the email sent by Tom Ray). I explained to her what documents I was referring to, and about Tom Ray's email, but she still was unsure. I asked her to please talk with Jim and to let him know that the Comptroller would like to sign the documents, today.

At **4:15 p.m.**, while still waiting for a response from Jim and Sheila - I replied to Tom Ray's email, making sure to "reply all" to include both Jim and Sheila, to let Tom know that I had spoken with Sheila and had asked her to bring the documents back to our office here in City Hall so that the Comptroller could sign and execute the documents as soon as possible.

At **4:23 p.m.** Sheila Woods sent an email replying only to me and copying Jim (see attached) stating that she was instructed on what to do with the documents "when they get to this office tomorrow" she then suggested that if I had any additional questions to talk to Jim directly. At 4:37 p.m. I responded to Sheila, and included all who were copied on the original email, that per the Comptroller, she was to bring the documents to our office today, so that the Comptroller could sign them.

At **4:40 p.m.** Sheila called my office - I thought maybe she would say to me that she would check with the mailroom, but instead she stated and said that they did not have the documents. I asked her if she could contact Sherry in the Mayor's office to try to locate them. James Garavaglia then began to speak to me (as I was placed on speaker) and stated that they did not have the documents and asked me, "What do you want me to do?" I stated that I did not know what he needed to do, but that the Comptroller wanted to sign the documents today. Jim raised his voice and again told me that they did not know where the documents were and what did I want him to do? I again reiterated that I wasn't sure what he could do, but that the Comptroller wanted them located and signed today. Out of the blue Jim stated that in order to get the documents signed by Friday, he would be willing to take the documents to her home. I told him that would not be necessary, it was Wednesday, and she was fully prepared to sign the documents today.

At approximately **4:50 p.m.**, I again called the Comptroller to relay Jim's message that he did not know where the documents were. The Comptroller then asked me to set up a conference call to include: Tom Ray, Jim Garavaglia; Sherry Wibbenmeyer; the Comptroller, and myself. During the call, Jim spoke first saying that unbeknownst to him, Mr. Roger Denny, of the Spencer Fane law firm, had been walking the documents around earlier that day. The Comptroller asked Jim if he knew where the documents were now. Jim stated, "In the mail". The Comptroller stated, "You don't have them?" and Jim replied, no. The Comptroller then asked him how the documents would be handled since he (Jim) would be on vacation the next day. The call concluded by Jim stating that he would instruct Sheila or Tom Ray to make sure that the documents, once received in the morning mail, would be routed to City Hall for her signature.

Thursday, June 27, 2019:

On Thursday, June 27<sup>th</sup>, at **11:09 a.m.** I received an email from Mr. Roger Denny asking if he could come to City Hall with the remaining signature pages for us to insert into the documents. Tom Ray communicated that he had spoken with Sheila Woods at 10:15 a.m., and that Sheila had given the documents to Marsha Veal to deliver to the Comptroller's office.

After not hearing from Sheila Woods, I finally received a call from Marsha Veal around **11:20 a.m.**; she did not, however, mention anything about the Municipal Court documents, but instead asked me if the Comptroller had signed a lease agreement for an address located on Washington Ave. After a few minutes of answering her questions, and after a very long pause, I inquired if Sheila had given her (Marsha), the Muni Court documents we were waiting for? Marsha responded that they had arrived around 10:00 a.m. that morning, from the mailroom. I asked her if she would be bringing the documents to our office, hopefully that morning, for the Comptroller's signature. Marsha stated yes, she would bring them.

At **12:26 p.m.** I was copied on an email from Tom Ray to Mr. Roger Denny stating that he had just finished speaking with Jim Garavaglia, and that Marsha Veal had volunteered to walk the documents around to get them signed and executed (see attached). The documents still had not made it to our office for the Comptroller's signature.

Around **12:50 p.m.** Marsha finally arrived with the Muni Court documents. She explained to me that she was instructed to "hand deliver" the documents directly to "the Comptroller only". I told her that the Comptroller was on her way to the office and that the Comptroller wanted the documents left with me. She strongly disagreed and said that Jim told her that she was to deliver the documents directly to the Comptroller and to wait for them. Marsha briefly sat in a chair for a few minutes then abruptly stated that she would have to come back when the Comptroller was in the office. I again told her that she could leave the documents, as I have years of experience doing this, but Marsha disagreed and we argued.

She then started to leave and I asked her how we could get in touch with her to let her know when the Comptroller had arrived? Could I call her cell? Marsha stated that she did not have her cell phone on her and that she would just have to return later.

**1:00 p.m.** – As Marsha began to leave our office, I let her know that if she left, with the documents in her hands, I would have no other choice but to email Tom Ray, and the rest of the thread, to let them know that we still did not have the documents. Marsha argued in disagreement and then left with the documents in hand.

At **1:02 p.m.** I then emailed Tom Ray to inform him (and the rest of the email thread participants) that we still did not have the documents for the Comptroller's signature. (See attachment #1).



At approximately **1:10 p.m.** as I was on my way to take a break, I and ran into Marsha Veal in the hallway and she stated that she had, after all, decided to leave the documents with me, but since I was not at my desk, would leave them with my coworker, Michele Graham.

**1:25 p.m.** - When I returned from my break, Michele Graham explained that Marsha Veal had left some documents with her for the Comptroller's signature, but upon examination of the documents, Michele noticed that several items were missing, which were needed prior to the Comptroller signing and executing the documents (Please see the attached).

At **2:13 p.m.** After reviewing the Muni Court documents, and the list of missing items, the Comptroller sent an email to Tom Ray, coping all in the participants on the original email thread, letting him know (and listing) the missing items, including the Mayor's signature not being notarized, and no cover letter to the Comptroller with Tom Ray's approval. Tom Ray immediately sent his approval cover letter, but the rest of the items had to be rectified by Michele Graham our Contract Compliance Officer. (See Attachment #2)

By **2:45 p.m.** on Thursday, July 27<sup>th</sup> the Muni Court documents were finally signed, processed, and sent to the Register's office (by Michele Graham of our office).

\* During this entire chaotic process on Thursday, July 27<sup>th</sup> I did not receive any verbal or written communication from James Garavaglia or his assistant Sheila Woods; I believe they are ultimately responsible for the proper execution of these types of emergency documents. Instead, many of us had to stop doing our own work (for two days) to make sure that these Muni Court documents were processed timely and correctly. This type of lack of communication and confusion is, unfortunately, happening more and more frequently – which is unfortunate as this process, prior to Jim taking over as Deputy, ran quite smoothly and collaboratively within the department for many years.

Attachments (2)

c: Judy Armstrong  
Appointing Authority

**Muni Courts 5th Amendment**

11 messages

**Thomas J. Ray** <tray@armstrongteasdale.com>

Wed, Jun 26, 2019 at 3:28 PM

To: Morton Chana &lt;mortonc@stlouis-mo.gov&gt;

Cc: "woodss@stlouis-mo.gov" &lt;woodss@stlouis-mo.gov&gt;, "rdenny@spencerfane.com" &lt;rdenny@spencerfane.com&gt;, Garavaglia James &lt;garavagliaj@stlouis-mo.gov&gt;

Chana, this might be a problem tomorrow. Jim took a call from the Mayor's secretary, Sherry, and said to send these dox to him. He should have said to send them to you because the signatures need to be completed by Friday or there will be a default and the dox have to get to the title company.

So, and Jim is off tomorrow, when Sheila gets these dox and calls me, I am going to tell her to send them to you for the Comptroller's signature. If you cannot get the Comptroller to sign, let me know and I will ask if Bev can sign. Then the dox go to the Register and Roger Denny (482-4858) will bring his clients signature pages to the Register to complete our dox and take them to the title company.

Just a heads up!

Tom Ray  
Armstrong Teasdale LLP  
314 259 4730

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**Morton, Chana** <mortonc@stlouis-mo.gov>

Wed, Jun 26, 2019 at 4:14 PM

To: "Thomas J. Ray" &lt;tray@armstrongteasdale.com&gt;

Cc: "woodss@stlouis-mo.gov" &lt;woodss@stlouis-mo.gov&gt;, "rdenny@spencerfane.com" &lt;rdenny@spencerfane.com&gt;, Garavaglia James &lt;garavagliaj@stlouis-mo.gov&gt;

I have asked Sheila to bring these documents back to City Hall, and to our office before the end of the day today so that the Comptroller can sign them as soon as possible.

Thanks, Tom for letting us know.

Sincerely,

**Chana D. Morton**

Executive Secretary to  
the Honorable Comptroller Darlene Green  
1200 Market Street, Room 212  
Saint Louis, Mo 63103  
(314) 622-4389

Roger Denny Partner  
Spencer Fane LLP

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1 North Brentwood Boulevard, Suite 1000 | St. Louis, MO 63105  
O 314.333.3948 | F 314.862.4656  
rdenny@spencerfane.com | spencerfane.com

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Thomas J. Ray <tray@armstrongteasdale.com>  
To: "Denny, Roger" <rdenny@spencerfane.com>  
Cc: "woodss@stlouis-mo.gov" <woodss@stlouis-mo.gov>, Morton Chana <mortonc@stlouis-mo.gov>

Thu, Jun 27, 2019 at 11:13 AM

Roger, I spoke to Sheila at 10:15 and she had given the dox to a co-worker to deliver. You should wait till Chana gets the Comptroller to sign.

Just my thought.

Tom Ray  
Armstrong Teasdale LLP  
314 259 4730  
[Quoted text hidden]

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Denny, Roger <rdenny@spencerfane.com>  
To: "Thomas J. Ray" <tray@armstrongteasdale.com>  
Cc: "woodss@stlouis-mo.gov" <woodss@stlouis-mo.gov>, Morton Chana <mortonc@stlouis-mo.gov>

Thu, Jun 27, 2019 at 12:02 PM

Ok. Chana, just let me know when you are ready for me to come pick up the signed documents

[Quoted text hidden]

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Thomas J. Ray <tray@armstrongteasdale.com>  
To: "Denny, Roger" <rdenny@spencerfane.com>  
Cc: "woodss@stlouis-mo.gov" <woodss@stlouis-mo.gov>, Morton Chana <mortonc@stlouis-mo.gov>

Thu, Jun 27, 2019 at 12:26 PM

Just got off the phone with Jim. Marsha, Sheila's co worker, has volunteered to get it to the Register after the Comptroller signs and is calling me when its done. So, progress....  
I will let you know.

Tom Ray  
Armstrong Teasdale LLP  
314 259 4730  
[Quoted text hidden]

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Morton, Chana <mortonc@stlouis-mo.gov>  
To: "Denny, Roger" <rdenny@spencerfane.com>  
Cc: "Thomas J. Ray" <tray@armstrongteasdale.com>, "woodss@stlouis-mo.gov" <woodss@stlouis-mo.gov>, Garavaglia James <garavagliaj@stlouis-mo.gov>

Thu, Jun 27, 2019 at 1:02 PM

We still do not have the documents here in our office. Yes, you can bring the signature pages...

[Quoted text hidden]

<https://mail.google.com/mail/u/17ik=41cbd8b2a7&view=pt&search=all&permthid=thred-f%3A1637436269913907679&simpl=msg-f%3A16374362699...> 3/4  
GARAVAGLIA 115

[Quoted text hidden]

Thu, Jun 27, 2019 at 2:13 PM

**Morton, Chana** <mortonc@stlouis-mo.gov>

To: "Thomas J. Ray" &lt;tray@armstrongteasdale.com&gt;

Cc: "woodss@stlouis-mo.gov" &lt;woodss@stlouis-mo.gov&gt;, Garavaglia James &lt;garavagliaj@stlouis-mo.gov&gt;, Ms Darlene Green &lt;greend@stlouis-mo.gov&gt;, "Denny, Roger" &lt;rdenny@spencerfane.com&gt;

From Comptroller Darlene Green:

Tom, I have received the documents from Marsha Veal. We find that we still need your written approval that you have reviewed the documents.

Per Michele Graham, the document is also missing the following items needed for processing:

1. No cover letter to the Comptroller;
2. Mayor's signature is not notarized;
3. There is no document number on the contract.

We are taking care of all the listed above to best the best of our ability; please email back your approval that you have reviewed the same, as soon as possible.

Thank you,

Darlene Green

[Quoted text hidden]

[Quoted text hidden]

Thu, Jun 27, 2019 at 2:22 PM

**Thomas J. Ray** <tray@armstrongteasdale.com>

To: "Morton, Chana" &lt;mortonc@stlouis-mo.gov&gt;

Cc: "woodss@stlouis-mo.gov" &lt;woodss@stlouis-mo.gov&gt;, Garavaglia James &lt;garavagliaj@stlouis-mo.gov&gt;, Ms Darlene Green &lt;greend@stlouis-mo.gov&gt;, "Denny, Roger" &lt;rdenny@spencerfane.com&gt;

Chana, I have reviewed and approve for the Comptroller's signature the 5th Amendment and Correction. I understand LaTonia will take the dox to the Mayor or City Counselor to notarize the Mayor's signature after the Developer's signature pages are inserted. You need no document number.

I am leaving for SLDC now so if you more call my cell, please. Thanks.

Tom Ray

Armstrong Teasdale LLP

314 259 4730

[Quoted text hidden]



Roger Denny

ATTORNEY AT LAW

Spencer Fane LLP

D 314.333.3948 F 314.862.4656

1 NORTH BRENTWOOD BOULEVARD, SUITE 1000 | ST. LOUIS, MO 63106-3925

rdenny@spencerfane.com

622-336

TO: Mayor's Office  
 Attn: Todd Waelterman/Denise Roberts  
 Room 200, City Hall

FROM: Michael Garvin City Counselor's Office

DATE: 6/24, 2019

SUBJECT: CITY OF ST. LOUIS: Fifth Correction Quit Claim Deed:  
 Vertical Realty Advisors, LLC for Lot B of City Hall  
 Subdivision Plat 1 and being in City Block 207 of the  
 City of St. Louis, According to the Plat thereof  
 recorded in Book 10012014, Page 216 of the St. Louis  
 City, Missouri Records (Municipal Courts Building).

Forwarded herewith is the above-referenced Fifth  
 Correction Quit Claim Deed which has been approved by the City  
 Counselor's Office.

dl  
 Enclosures

- ① where is Tom Ray's OK?
- ② No cover letter to Ms Green
- ③ No Notary for the Mayor
- ④ Doc # needed. (5th correction)



**OFFICE OF THE MAYOR  
CITY OF ST. LOUIS  
MISSOURI**

**LYDA KREWSON  
MAYOR**

**CITY HALL - ROOM 200  
1200 MARKET STREET  
SAINT LOUIS, MISSOURI 63103-2877  
(314) 622-3201  
FAX: (314) 622-4061**

**NOTICE OF AMENDMENT  
TO THE BOARD OF ESTIMATE AND APPORTIONMENT AGENDA  
FOR WEDNESDAY, JUNE 19, 2019**

**Date:** June 18, 2019  
**RE:** Notice of Public Meeting  
Board of Estimate and Apportionment  
Agenda Amendment

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The Board of Estimate and Apportionment has confirmed an E. & A Meeting for Wednesday, June 19, 2019 at 2:00 p.m. in the Mayor's Conference Room, City Hall - Room 200, as posted.

The addition to the posted agenda items is as follows:

- Request for approval of an amendment to the Quit Claim Deed authorized by Ordinance 70605 between the City of St. Louis and Vertical Reality Advisors, LLC and the fifth Escrow Agreement delivered in connection therewith to provide for the satisfaction of the conditions set forth herein on or before December 31, 2019.

If you have any questions, please call Todd Waelterman at 622-3744.

Thank you.



**MINUTES  
REGULAR MEETING OF THE  
BOARD OF ESTIMATE AND APPORTIONMENT  
WEDNESDAY, JUNE 19, 2019  
2:00 P.M.**

The Board of Estimate and Apportionment held a Regular Meeting on Wednesday, June 19, 2019, in the Mayor's Conference Room, Room 200.

**Members Present:**

Honorable Lyda Krewson, Mayor  
Honorable Darlene Green, Comptroller  
Honorable Lewis B. Read, President of the Board of Aldermen

**Also present:**

Todd Waelterman	Rhonda Hann-Niebruegge	Koran Addo	Keith Antoff
Stephen Conway	Beverly Fitzsimmons	Michael Warwick	Paul Payne
Bill Kuehling	James Garavaglia	Mary Ries	Emily Therhaus
Brandon Geier	Mark Schlunkmann	Kelley Anderson	Roger Denoy
David Sweeney	Serena Wilson - Griffin	Tyson Pruitt	Dan Burke
Judy Armstrong	Ald. Shameem Clark - Hubbard	Dale Rudisatz	Joe Brown
Pamela Kuehling	Ald. Marlene Davis	Sharon Worth	Mahwish Ahsan

**Members of the Press**

Roll was called and the Regular Meeting of the Board of Estimate and Apportionment was called to order at 2:14 p.m., and the attached Agenda was distributed. The purpose of the regular meeting is for discussing matters pertaining to legal actions, causes of action or litigations, leasing, purchase or sale of real estate and records, approval of transfers and contracts and other special requests from City departments.

**ITEMS PRESENTED FOR THE FIRST TIME:**

**Agenda Item No. 1**

**No. 19.087** Request from the Comptroller's Office for approval of contracts and leases for various City departments as listed on Exhibit A.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 1, further identified as No. 19.087. The motion was seconded by the Mayor and unanimously adopted.

**Agenda Item No. 2**

**No. 19.088** Request from the Comptroller's Office for approval of transfers between projects for Capital Improvement Funds as listed on Exhibit B.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 2, further identified as No. 19.088. The motion was seconded by the Mayor and unanimously adopted.

**Agenda Item No. 3**

**No. 19.089** Request from the President of the Board of Aldermen's Office, Chief of Staff, for approval of Board Bill # 43. This ordinance directs the Treasurer of the City of St. Louis to deposit funds received to the City Public Transit Sales Tax Trust Fund - Account ONE, & appropriates \$11,580,000.00 to the Bi-State Development Agency for FY 2020 pursuant to Ordinance 63168 approved 08/02/1994.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 3, further identified as No. 19.089. The motion was seconded by the Mayor and unanimously adopted.

REGULAR MINUTES  
BOARD OF ESTIMATE AND APPORTIONMENT  
WEDNESDAY, JUNE 19, 2019  
PAGE 2

Agenda Item No. 4

- No. 19.090 Request from the President of the Board of Aldermen's Office, Chief of Staff, for approval of Board Bill # 44. This ordinance directs the Treasurer of the City of St. Louis to deposit funds received to the City Public Transit Sales Tax Trust Fund - Account TWO, & appropriates \$11,580,000.00 to the Bi-State Development Agency for FY 2020 pursuant to Ordinance 64111 approved 11/04/1997.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 4, further identified as No. 19.090. The motion was seconded by the Mayor and unanimously adopted.

Agenda Item No. 5

- No. 19.091 Request from the President of the Board of Aldermen's Office, Chief of Staff, for approval of Board Bill # 45. This ordinance appropriates \$21,940,000.00 out of the "Transportation Trust Fund" to the Bi-State Development Agency for FY 2020 under certain conditions.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 5, further identified as No. 19.091. The motion was seconded by the Mayor and unanimously adopted.

Agenda Item No. 6

- No. 19.092 Request from the Director of Public Safety for approval of Board Bill # 51. This ordinance authorizes the execution of a grant agreement with the U.S. Department of Homeland Security, Federal Emergency Management Agency - Assistance to Firefighters Grant for \$594,182.00 to fund the St. Louis Fire Department Cancer Prevention Initiative.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 6, further identified as No. 19.092. The motion was seconded by the Mayor and unanimously adopted.

Agenda Item No. 7

- No. 19.093 Request from the Director of Public Safety for approval of Board Bill # 62. This ordinance authorizes the execution of a grant agreement with the U.S. Department of Homeland Security, Federal Emergency Management Agency - Assistance to Firefighters Grant for \$73,524.00 to fund the St. Louis Fire Department Smoke and CO Detector Program.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 7, further identified as No. 19.093. The motion was seconded by the Mayor and unanimously adopted.

Agenda Item No. 8

- No. 19.094 Request from the Director of Airports for approval of Board Bill # 56. This ordinance authorizes a multi-year Public Works & Improvement Program at a total estimated costs of \$95 million for capital improvement projects to & for the Airport terminal complexes, concourses, associated structures & buildings; and authorizes an initial appropriation of \$29,731,190.00 as: \$6,500,000.00 from the Airport Development Fund, \$14,221,326.00 from the Series 2019A Construction Sub-Account & \$9,009,864.00 from the Series 2019B Construction Sub-Account.



REGULAR MINUTES  
BOARD OF ESTIMATE AND APPORTIONMENT  
WEDNESDAY, JUNE 19, 2019  
PAGE 3

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 8, further identified as No. 19.094. The motion was seconded by the Mayor and unanimously adopted.

Agenda Item No. 9

No. 19.095 Request from the Director of Airports for approval of Board Bill # 57. This ordinance authorizes a Concession Agreement for a Shared Ride Shuttle with Airport Best Taxi Service, LLC.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 9, further identified as No. 19.095. The motion was seconded by the Mayor and unanimously adopted.

Agenda Item No. 10

No. 19.096 Request from the St. Louis Development Corporation for approval of Board Bill # 31 & #31-CS Committee Substitute. This ordinance authorizes the issuance of up to \$17,259,000.00 Tax Increment Financing (TIF) Revenue Notes for POPA Partners, LLC, for City Foundry St. Louis RPA 2 (Phases 1, 2, 3 & 4).

The Mayor moved that this item be amended as "Request from the St. Louis Development Corporation for approval of Board Bill #31 Committee Substitute..." The motion was seconded by the President of the Board of Aldermen and unanimously adopted. The item was amended as stated. The words "& #31 CS" were removed and replaced with "Committee Substitute".

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 10, further identified as No. 19.096. The motion was seconded by the Mayor and unanimously adopted as amended.

Agenda Item No. 11

No. 19.097 Request from the St. Louis Development Corporation for approval of Board Bill # 59. This ordinance authorizes the issuance, reissuance & delivery of Tax Increment Financing (TIF) Revenue Notes for the St. Louis Innovation District (a) increasing the not to exceed aggregate principal amount of Series B from \$2 million to \$7.2 million for Redevelopment Project 5 and (b) issuing Series 2019 not to exceed \$42 million for Area Wide Projects.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 11, further identified as No. 19.097. The motion was seconded by the Mayor and unanimously adopted.

Agenda Item No. 12

No. 19.098 Request from the St. Louis Development Corporation for approval of Board Bill # 69. This ordinance authorizes the issuance of up to \$5,172,000.00 Tax Increment Financing (TIF) Revenue Notes for Jerry Ackerman Toyota in the Northeast Hampton / L-44 Project 1 Area.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 12, further identified as No. 19.098. The motion was seconded by the Mayor and unanimously adopted.

REGULAR AGENDA  
BOARD OF ESTIMATE AND APPORTIONMENT  
WEDNESDAY, JUNE 19, 2019  
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Agenda Item No. 13

No. 19.099 Request from the Director of Parks, Recreation & Forestry for approval of Board Bill # 21. This ordinance authorizes the execution & delivery of an Operating Lease Agreement of the West End Community Center at 824 Union Ave. with the Dernetrius Johnson Charitable Foundation, Inc.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 13, further identified as No. 19.099. The motion was seconded by the Mayor and unanimously adopted.

Agenda Item No. 14

No. 19.100 Request from the Department of Public Safety for approval of a contract between the Fire Department and the U.S. Department of Homeland Security, Federal Emergency Management Agency to support the Cancer Prevention Initiative - Grant #EMW-2017-FO-03716 for \$594,182.00.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 14, further identified as No. 19.100. The motion was seconded by the Mayor and unanimously adopted.

Agenda Item No. 15

No. 19.101 Request from the Department of Public Safety for approval of a contract between the Fire Department and the U.S. Department of Homeland Security, Federal Emergency Management Agency to support the Smoke & CO Detector Program - Grant #EMW-2017-PP-00188 for \$73,524.00.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 15, further identified as No. 19.101. The motion was seconded by the Mayor and unanimously adopted.

DURING THE MEETING, THIS HAPPENED:

The Mayor requested an amendment to Item No. 10, further identified as 19.096 for a typographical error correction. The Mayor moved that the item be amended to read "Request from the St. Louis Development Corporation for approval of Board Bill #31 Committee Substitute". The motion was seconded by the President of the Board of Aldermen and unanimously adopted. The item was amended as stated. The words "& #31 CS" were removed and replaced with "Committee Substitute" to allow for the correction.

The President of the Board of Aldermen then moved that the Board of Estimate and Apportionment approve Items No. 1-15 as amended. The motion was seconded by the Mayor and unanimously adopted.

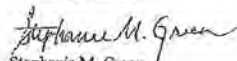
The Mayor discussed as "Additional items the Board may wish to discuss", an item related to the Muni Courts Building Agreement with Vertical Realities, but asked that a Special Meeting be scheduled to take up the item for approval, due to procedural errors by the Mayor's Office in adding the item to the posted public agenda. The Mayor further stated that a meeting would be needed prior to the June 30, 2019 expiration date and noted that there was a receipt, from the company, showing the previously unpaid taxes being paid, as of today - June 19, 2019.

The President of the Board of Aldermen moved that a follow-up meeting be scheduled to take up the item that was not on the Regular Meeting Agenda and, after discussion, amended the motion to include any other items needing approval. The motion was seconded by the Mayor and unanimously adopted.

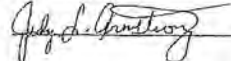
REGULAR AGENDA  
BOARD OF ESTIMATE AND APPORTIONMENT  
WEDNESDAY, JUNE 19, 2019  
PAGE 5

The Comptroller moved that the Regular Meeting adjourn at 2:28 p.m. The motion was seconded by the President of the Board of Aldermen and unanimously adopted.

Minutes prepared by:

  
Stephanie M. Green  
Secretary, Board of Estimate & Apportionment

Verification Signature:

 7/10/2019  
Date

Attachment

Approved: 06/19/2019 (amended)  
BOARD OF ESTIMATE AND APPORTIONMENT  
Stephen M. Green  
SECRETARY

#### AGENDA

#### REGULAR MEETING OF THE BOARD OF ESTIMATE AND APPORTIONMENT

WEDNESDAY, JUNE 19, 2019  
2:00 P.M.

#### ITEMS PRESENTED FOR THE FIRST TIME

1. #19.087 Request from the Comptroller's Office for approval of contracts and leases for various City departments as listed on Exhibit A.
2. #19.088 Request from the Comptroller's Office for approval of transfers between projects for Capital Improvement Funds listed on Exhibit B.
3. #19.089 Request from the President of the Board of Aldermen's Office, Chief of Staff, for approval of Board Bill #43. This ordinance directs the Treasurer of the City of St. Louis to deposit funds received to the City Public Transit Sales Tax Trust Fund - Account ONE, & appropriates \$11,580,000.00 to the Bi-State Development Agency for FY 2020 pursuant to Ordinance 63168 approved 08/02/1994.
4. #19.090 Request from the President of the Board of Aldermen's Office, Chief of Staff, for approval of Board Bill #44. This ordinance directs the Treasurer of the City of St. Louis to deposit funds received to the City Public Transit Sales Tax Trust Fund - Account TWO, & appropriates \$11,580,000.00 to the Bi-State Development Agency for FY 2020 pursuant to Ordinance 64111 approved 11/04/1997.
5. #19.091 Request from the President of the Board of Aldermen's Office, Chief of Staff, for approval of Board Bill #45. This ordinance appropriates \$21,940,000.00 out of the "Transportation Trust Fund" to the Bi-State Development Agency for FY 2020 under certain conditions.
6. #19.092 Request from the Director of Public Safety for approval of Board Bill #51. This ordinance authorizes the execution of a grant agreement with the U.S. Department of Homeland Security, Federal Emergency Management Agency - Assistance to Firefighters Grant for \$594,182.00 to fund the St. Louis Fire Department Cancer Prevention Initiative.
7. #19.093 Request from the Director of Public Safety for approval of Board Bill #62. This ordinance authorizes the execution of a grant agreement with the U.S. Department of Homeland Security, Federal Emergency Management Agency - Assistance to Firefighters Grant for \$73,524.00 to fund the St. Louis Fire Department Smoke and CO Detector Program.



REGULAR AGENDA  
BOARD OF ESTIMATE AND APPORTIONMENT  
WEDNESDAY, JUNE 19, 2019  
PAGE 2

8. #19.094 Request from the Director of Airports for approval of Board Bill #56. This ordinance authorizes a multi-year Public Works & Improvement Program at a total estimated costs of \$95 million for capital improvement projects to & for the Airport terminal complexes, concourses, associated structures & buildings; and authorizes an initial appropriation of \$29,731,190.00 as: \$6,500,000.00 from the Airport Development Fund, \$14,221,326.00 from the Series 2019A Construction Sub-Account & \$9,009,864.00 from the Series 2019B Construction Sub-Account.
9. #19.095 Request from the Director of Airports for approval of Board Bill #57. This ordinance authorizes a Concession Agreement for a Shared Ride Shuttle with Airport Best Taxi Service, LLC.
10. #19.096 Request from the St. Louis Development Corporation for approval of Board Bill #31 & #31-CS Committee Substitute. This ordinance authorizes the issuance of up to \$17,259,000.00 Tax Increment Financing (TIF) Revenue Notes for FOPA Partners, LLC, for City Foundry St. Louis RPA 2 (Phases 1, 2, 3 & 4).
11. #19.097 Request from the St. Louis Development Corporation for approval of Board Bill #59. This ordinance authorizes the issuance, reissuance & delivery of Tax Increment Financing (TIF) Revenue Notes for the St. Louis Innovation District (a) increasing the not to exceed aggregate principal amount of Series B from \$2 million to \$7.2 million for Redevelopment Project 5 and (b) issuing Series 2019 not to exceed \$42 million for Area Wide Projects.
12. #19.098 Request from the St. Louis Development Corporation for approval of Board Bill #69. This ordinance authorizes the issuance of up to \$5,172,000.00 Tax Increment Financing (TIF) Revenue Notes for Jerry Ackerman Toyota in the Northeast Hampton / I-44 Project 1 Area.
13. #19.099 Request from the Director of Parks, Recreation & Forestry for approval of Board Bill #21. This ordinance authorizes the execution & delivery of an Operating Lease Agreement of the West End Community Center at 824 Union Ave. with the Demetrius Johnson Charitable Foundation, Inc.
14. #19.100 Request from the Department of Public Safety for approval of a contract between the Fire Department and the U.S. Department of Homeland Security, Federal Emergency Management Agency to support the Cancer Prevention Initiative -Grant #EMW-2017-FO-03716 for \$594,182.00.
15. #19.101 Request from the Department of Public Safety for approval of a contract between the Fire Department and the U.S. Department of Homeland Security, Federal Emergency Management Agency to support the Smoke & CO Detector Program -Grant #EMW-2017-FP-00188 for \$73,524.00.

ADDITIONAL ITEMS THE BOARD MAY WISH TO DISCUSS

MINUTES  
SPECIAL MEETING OF THE  
BOARD OF ESTIMATE AND APPORTIONMENT  
MONDAY, JUNE 24, 2019  
10:30 A.M.

The Board of Estimate and Apportionment held a Special Meeting on Monday, June 24, 2019, in the Mayor's Conference Room, Room 200.

Members Present:

Honorable Lyda Krewson, Mayor  
Honorable Darlene Green, Comptroller  
Honorable Lewis B. Reed, President of the Board of Aldermen

Also present:

Todd Waelterman	Mark Schlinkmann	Noe Gonzalez
Stephen Conway	Ald. Shameem Clark-Hubbard	Paul Payne
Thomas Shepard	Ald. Sharon Tyus	Frank Oswald
Kevin Killeen		Michael Garvin

Members of the Press

Roll was called. The Special Meeting of the Board of Estimate and Apportionment was called to order at 10:39 a.m., and the attached Agenda was distributed.

**ITEMS PRESENTED FOR THE FIRST TIME:**

**Agenda Item No. 1**

**No. 19.102** Request from the Mayor's Office, Director of Operations, for approval of an amendment to the Quit Claim Deed authorized by Ordinance #70605 and the connected Escrow Agreement with Vertical Reality Advisors, LLC, to satisfy certain conditions by 12/31/2019.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 1, further identified as No. 19.102. The motion was seconded by the Comptroller and unanimously adopted.

**Agenda Item No. 2**

**No. 19.103** Request from the St. Louis Development Corporation for approval of Board Bill #IBD # 79. This ordinance authorizes ~~TIF Note approval of~~ a Development & Performance Agreement related to Build-A-Bear Workshop, Inc. leasing a building at 415 S. 18<sup>th</sup> St for its new corporate headquarters **which allows for a 10 year 50% payroll, earnings, and net profit tax incentive to be paid to the Company as a Tenant Improvement Allowance for approximately 200 employees, subject to annual appropriation.**

The Mayor moved that this item be amended to state the correct Board Bill number as # 79. The motion was seconded by the President of the Board of Aldermen and unanimously adopted. The item was amended. The words "TBD" were replaced with "#79"

The Comptroller moved that this item be amended to strike any mention of TIF Notes and to add language that states the time frame for the fifty percent earnings and payroll tax incentive as ten years. The motion was seconded by the Mayor and unanimously adopted.

The words "TIF Note Approval of" were deleted and the words "which allows for a 10 year 50% payroll, earnings, and net profit tax incentive to be paid to the Company as a Tenant Improvement Allowance for approximately 200 employees, subject to annual appropriation." were added as an amendment for clarity.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 2, further identified as No. 19.103. The motion was seconded by the Comptroller and unanimously adopted, as amended.

SPECIAL MINUTES  
BOARD OF ESTIMATE AND APPORTIONMENT  
MONDAY, JUNE 24, 2019  
PAGE 2

Agenda Item No. 3

- No. 19.104 Request from the President of the Board of Aldermen's Office, Chief of Staff, for approval of Board Bill # 50FSAA (Floor Substitute As Amended). This ordinance authorizes the appropriation of \$17,976,481.00 for Parking Division expenses including operating, debt services, capital equipment, capital improvement, and lease purchase agreements involving its assets for FY 2020.

The President of the Board of Aldermen moved that this item be amended to include the words "As Amended" after "Floor Substitute" to allow for the most current version of the Board Bill to be discussed. Copies of the newer version of the item were distributed. The motion was seconded by the Mayor and unanimously adopted.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 3, further identified as No. 19.104. The motion was seconded by the Mayor and was adopted with a 2-0-1 vote, as amended. The Mayor and President of the Board of Aldermen voted yes. The Comptroller voted present.

Agenda Item No. 4

- No. 19.105 Request from the Commissioner of Streets for approval of Board Bill # 75. This ordinance authorizes the 2019 St. Louis Works & the 50/50 Sidewalk Programs and appropriates \$5.3 million from the Street Improvement Fund to be spent on labor & materials for infrastructure improvements throughout the 28 wards.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 4, further identified as No. 19.105. The motion was seconded by the Comptroller and unanimously adopted.

Agenda Item No. 5

- No. 19.106 Request from the Director of Streets for approval of a professional service contract with SCS Engineers to assist the Refuse Division in the development of a request for proposal for the transport & disposal of recycling, solid & yard waste; and to examine carbon footprint reduction, recycling options & optimizing routes. Estimated cost at \$44,621.00, not to exceed \$75,000.00, for FY 2020 to be found in Fund 1010, Department 516, Account 5659000.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 5, further identified as No. 19.106. The motion was seconded by the Comptroller and unanimously adopted.

Agenda Item No. 6

- No. 19.107 Request from the Comptroller's Office for approval of an emergency 3 month extension of the Board of Public Service contract with Engineered Fire Protection, Inc. for protection system service, inspection, testing maintenance (repair), and certifications – Comptroller Document #71350.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 6, further identified as No. 19.107. The motion was seconded by the Comptroller and unanimously adopted.

DURING THE MEETING, THIS HAPPENED:

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Items No. 1-6, as amended. The motion was seconded by the Mayor. The Comptroller called for discussion of each item.

SPECIAL MINUTES  
BOARD OF ESTIMATE AND APPORTIONMENT  
MONDAY, JUNE 24, 2019  
PAGE 3

The Comptroller asked and the Mayor confirmed that the taxes for Item No. 1, further identified as No. 19.102, were paid as of the date of the last Board of Estimate and Apportionment meeting.

The Comptroller asked about specific terms related to Item No. 2, further identified as No. 19.103. Dale Ruthsatz, Director of Commercial Development from St. Louis Development Corporation clarified certain terms to be included within the Performance Agreement. The Comptroller offered an amendment to this item to address and clarify the terms as described.

After the President of the Board of Aldermen clarified the amendment to Board Bill # 50 Floor Substitute and acknowledged that this item was presented for Board of Estimate and Apportionment approval as a special circumstance, the Comptroller asked that Item No. 3, further identified as No. 19.104, be separated out.

The Comptroller commended the Streets Department for their timely work in getting the 50/50 Sidewalk item prepared for approval.

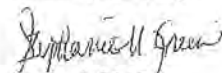
The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Items No. 1, 2, 4, 5, and 6. The motion was seconded by the Comptroller and unanimously adopted.

The President of the Board of Aldermen moved that the Board of Estimate and Apportionment approve Item No. 3, further identified as No. 19.104. The motion was seconded by the Mayor. The Comptroller stated that the item was closely related to a pending court case and expressed concern as to a premature approval. The President of the Board of Aldermen expressed a need for approval until the court case was resolved. The item was approved with a vote of 2-0-1. The Mayor and the President of the Board of Aldermen voted yes. The Comptroller voted present.

Under "Any items the Board may wish to discuss" the Comptroller gave an update on previously approved Item No. 19.071 related to the Airport and asked that a letter written to the Mayor from the Airlines which stated their preference of the Airport Bonds structure as the "Comptroller preferred option" be added to the record. Copies of the letter were distributed for review. An extensive discussion ensued regarding the prior discussion and approval of this past item.

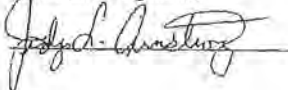
The Mayor called for adjournment. The President of the Board of Aldermen moved that the Special Meeting adjourn at 11:22 a.m. The motion was seconded by the Comptroller and unanimously adopted.

Minutes prepared by:



Stephanie M. Green  
Secretary, Board of Estimate & Apportionment

Verification Signature:



7/12/2019  
Date

Attachment



Approved: 06/24/2019 as amended  
BOARD OF ESTIMATE AND APPORTIONMENT  
Stephanie N. Green  
SECRETARY

## AGENDA

### SPECIAL MEETING OF THE BOARD OF ESTIMATE AND APPORTIONMENT

MONDAY, JUNE 24, 2019  
10:30 A.M.

#### ITEMS PRESENTED FOR THE FIRST TIME

1. #19.102 Request from the Mayor's Office, Director of Operations, for approval of an amendment to the Quit Claim Deed authorized by Ordinance #70605 and the connected Escrow Agreement with Vertical Reality Advisors, LLC, to satisfy certain conditions by 12/31/2019.
2. #19.103 Request from the St. Louis Development Corporation for approval of Board Bill #FBD #79. This ordinance authorizes TIF Note approval of a Development & Performance Agreement related to Build-A-Bear Workshop, Inc, leasing a building at 415 S. 18<sup>th</sup> St for its new corporate headquarters which allows for a 10 year 50% payroll, earnings, and net profit tax incentive to be paid to the Company as a Tenant Improvement Allowance for approximately 200 employees, subject to annual appropriation.
3. #19.104 Request from the President of the Board of Aldermen's Office, Chief of Staff, for approval of Board Bill #50FSAA (Floor Substitute As Amended). This ordinance authorizes the appropriation of \$17,976,481.00 for Parking Division expenses including operating, debt services, capital equipment, capital improvement, and lease purchase agreements involving its assets for FY 2020.
4. #19.105 Request from the Commissioner of Streets for approval of Board Bill #75. This ordinance authorizes the 2019 St. Louis Works & the 50/50 Sidewalk Programs and appropriates \$5.3 million from the Street Improvement Fund to be spent on labor & materials for infrastructure improvements throughout the 28 wards.
5. #19.106 Request from the Director of Streets for approval of a professional service contract with SCS Engineers to assist the Refuse Division in the development of a request for proposal for the transport & disposal of recycling, solid & yard waste; and to examine carbon footprint reduction, recycling options & optimizing routes. Estimated cost at \$44,621.00, not to exceed \$75,000.00, for FY 2020 to be found in Fund 1010, Department 516, Account 5659000.
6. # 19.107 Request from the Comptroller's Office for approval of an emergency 3 month extension of the Board of Public Service contract with Engineered Fire Protection, Inc. for protection system service, inspection, testing maintenance (repair), and certifications – Comptroller Document #71350.

#### ADDITIONAL ITEMS THE BOARD MAY WISH TO DISCUSS



Garavaglia, James &lt;garavagliaj@stlouis-mo.gov&gt;

**Muni Courts 5th Amendment**

8 messages

Wed, Jun 26, 2019 at 3:28 PM

Thomas J. Ray &lt;tray@armstrongteasdale.com&gt;

To: Morton Chana &lt;mortonc@stlouis-mo.gov&gt;

Cc: "woodss@stlouis-mo.gov" &lt;woodss@stlouis-mo.gov&gt;, "rdenny@spencerfane.com" &lt;rdenny@spencerfane.com&gt;, Garavaglia James &lt;garavagliaj@stlouis-mo.gov&gt;

Chana, this might be a problem tomorrow. Jim took a call from the Mayor's secretary, Sherry, and said to send these dox to him. He should have said to send them to you because the signatures need to be completed by Friday or there will be a default and the dox have to get to the title company.

So, and Jim is off tomorrow, when Sheila gets these dox and calls me, I am going to tell her to send them to you for the Comptroller's signature. If you cannot get the Comptroller to sign, let me know and I will ask if Bev can sign. Then the dox go to the Register and Roger Denny (482-4858) will bring his clients signature pages to the Register to complete our dox and take them to the title company.

Just a heads up!

Tom Ray  
Armstrong Teasdale LLP  
314 259 4730

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Wed, Jun 26, 2019 at 4:14 PM

Morton, Chana &lt;mortonc@stlouis-mo.gov&gt;

To: "Thomas J. Ray" &lt;tray@armstrongteasdale.com&gt;

Cc: "woodss@stlouis-mo.gov" &lt;woodss@stlouis-mo.gov&gt;, "rdenny@spencerfane.com" &lt;rdenny@spencerfane.com&gt;, Garavaglia James &lt;garavagliaj@stlouis-mo.gov&gt;

I have asked Sheila to bring these documents back to City Hall, and to our office before the end of the day today so that the Comptroller can sign them as soon as possible.

Thanks, Tom for letting us know.

Sincerely,

**Chana D. Morton**

Executive Secretary to  
the Honorable Comptroller Darlene Green  
1200 Market Street, Room 212  
Saint Louis, Mo 63103  
(314) 622-4389

7/15/2019

City of Saint Louis Mail - Muni Courts 5th Amendment

mortonc@stlouis-mo.gov

[Quoted text hidden]

**Woods, Sheila** <woodss@stlouis-mo.gov>

Wed, Jun 26, 2019 at 4:23 PM

To: "Morton, Chana" <mortonc@stlouis-mo.gov>, James Garavaglia <garavagliaj@stlouis-mo.gov>

Chana,  
I gave Jim your message, I was given instructions on what to do when they get to this office tomorrow, as per the email above. You asked me to talk with Jim and I did, anything other than that I suggest you speak directly with Jim.

Sheila A. Woods  
Administrative Assistant I  
Finance and Development  
Comptroller's Office  
(314) 657-3416  
woodss@stlouis-mo.gov

*"Old ways will not open New doors"*

[Quoted text hidden]

**Morton, Chana** <mortonc@stlouis-mo.gov>

Wed, Jun 26, 2019 at 4:37 PM

To: "Woods, Sheila" <woodss@stlouis-mo.gov>

Cc: James Garavaglia <garavagliaj@stlouis-mo.gov>, "Thomas J. Ray" <tray@armstrongteasdale.com>, Ms Darlene Green <greend@stlouis-mo.gov>

Sheila:

As we discussed over the phone: Per the Comptroller, you are to bring them (or have them delivered) today.

[Quoted text hidden]

[Quoted text hidden]

**Denny, Roger** <rdenny@spencerfane.com>

Thu, Jun 27, 2019 at 11:09 AM

To: "Morton, Chana" <mortonc@stlouis-mo.gov>, "Thomas J. Ray" <tray@armstrongteasdale.com>

Cc: "woodss@stlouis-mo.gov" <woodss@stlouis-mo.gov>, Garavaglia James <garavagliaj@stlouis-mo.gov>

Chana:

Are you available for me to come to City Hall with the remaining signature pages on the agreements? If so, I can be there in ~15 minutes.

Thanks,

Roger

Roger Denny Partner  
Spencer Fane LLP

1 North Brentwood Boulevard, Suite 1000 | St. Louis, MO 63105  
O 314.333.3948 | F 314.862.4656  
rdenny@spencerfane.com | spencerfane.com

[Quoted text hidden]

Thu, Jun 27, 2019 at 1:02 PM

**Morton, Chana** <mortonc@stlouis-mo.gov>

To: "Denny, Roger" <rdenny@spencerfane.com>

Cc: "Thomas J. Ray" <tray@armstrongteasdale.com>, "woodss@stlouis-mo.gov" <woodss@stlouis-mo.gov>, Garavaglia James <garavagliaj@stlouis-mo.gov>

We still do not have the documents here in our office. Yes, you can bring the signature pages...

[Quoted text hidden]

[Quoted text hidden]

Thu, Jun 27, 2019 at 2:13 PM

**Morton, Chana** <mortonc@stlouis-mo.gov>

To: "Thomas J. Ray" <tray@armstrongteasdale.com>

Cc: "woodss@stlouis-mo.gov" <woodss@stlouis-mo.gov>, Garavaglia James <garavagliaj@stlouis-mo.gov>, Ms Darlene Green <greend@stlouis-mo.gov>, "Denny, Roger" <rdenny@spencerfane.com>

From Comptroller Darlene Green:

Tom, I have received the documents from Marsha Veal. We find that we still need your written approval that you have reviewed the documents.

Per Michele Graham, the document is also missing the following items needed for processing:

1. No cover letter to the Comptroller;
2. Mayor's signature is not notarized;
3. There is no document number on the contract.

We are taking care of all the listed above to best the best of our ability; please email back your approval that you have reviewed the same, as soon as possible.

Thank you,

Darlene Green

[Quoted text hidden]

[Quoted text hidden]

Thu, Jun 27, 2019 at 2:22 PM

**Thomas J. Ray** <tray@armstrongteasdale.com>

To: "Morton, Chana" <mortonc@stlouis-mo.gov>

Cc: "woodss@stlouis-mo.gov" <woodss@stlouis-mo.gov>, Garavaglia James <garavagliaj@stlouis-mo.gov>, Ms Darlene Green <greend@stlouis-mo.gov>, "Denny, Roger" <rdenny@spencerfane.com>

Chana, I have reviewed and approve for the Comptroller's signature the 5th Amendment and Correction. I understand LaTonia will take the dox to the Mayor or City Counselor to notarize the Mayor's signature after the Developer's signature pages are inserted. You need no document number.

I am leaving for SLDC now so if you more call my cell, please. Thanks.

Tom Ray  
Armstrong Teasdale LLP  
314 259 4730

[Quoted text hidden]

<https://mail.google.com/mail/b/AH1rexStDbpe8swYCDHX3yrT3u3lx3t1zyr-m3pgnXqI2hP9AtyG/u/1?ik=f10dfeab6f&view=pt&sc=ARAAAPm102hre...> 3/4



7/16/2019

City of Saint Louis Mail - Muni Courts bin Amendment



Green, Darlene &lt;greend@stlouis-mo.gov&gt;

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**MUNI COURT EXTENSION**

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**Garavaglia, James** <garavagliaj@stlouis-mo.gov>

Tue, Jun 18, 2019 at 9:45 AM


To: Darlene Green &lt;GreenD@stlouis-mo.gov&gt;


Ms Green, attached are the documents received regarding the request for an extension for the Muni Courts Building .  
As directed, these docs will not be shared with the Mayor's Office or the President's Office .

James M. Garavaglia,  
Deputy Comptroller  
Finance and Development  
1520 Market St ~ Room 3005  
St. Louis Mo. 63103  
314-657-3410

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**2 attachments**

 **MCB - FIFTH Amendment to Escrow Agreement w\_ Reverter(3385442.1).docx**  
25K

 **MCB - FIFTH Correction QCD(3385391.1).docx**  
31K

## FIFTH AMENDMENT TO ESCROW AGREEMENT

THIS FIFTH AMENDMENT TO ESCROW AGREEMENT (this "**Amendment**") is made and entered into this 19<sup>th</sup> day of June, 2019 (the "**Effective Date**"), by and among First American Title Insurance Company ("**Escrow Agent**"), the City of St. Louis ("**Seller**"), Union Bank & Trust Company ("**Lender**"), and Vertical Realty Advisors, LLC ("**Purchaser**").

WITNESSETH:

WHEREAS, Escrow Agent, Seller, Lender and Purchaser and parties to that Escrow Agreement dated as of December 28, 2017 (the "**Original Agreement**"), as amended by that First Amendment to Escrow Agreement dated as of June 14, 2018, and as further amended by that Second Amendment to Escrow Agreement dated July 13, 2018, that Third Amendment to Escrow Agreement dated August 31, 2018 and that Fourth Amendment to Escrow Agreement dated December 19, 2018 (as amended, the "**Escrow Agreement**"). Capitalized terms used but not defined herein shall have the meanings set forth in the Original Agreement.

WHEREAS, the parties desire to amend the Escrow Agreement in order to restate the Escrow Date and otherwise modify the Escrow Agreement on the terms and conditions hereinafter set forth (the Escrow Agreement, as amended hereby, is referred to as the "**Agreement**").

In consideration of the premises and of the following agreements, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Escrow Agent, Seller, Lender, and Purchaser agree as follows:

1. The Escrow Date is changed from July 1, 2019 to December 31, 2019.
2. References in the Agreement to the Quit Claim Deed shall mean that Quit Claim Deed dated as of December 28, 2017 and recorded on December 28, 2017 at Book 12282017, Page 0193 of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri, as amended by that Correction Quit Claim Deed by and between Seller and Purchaser dated as of June 14, 2018 and recorded on June 15, 2018 at Book 06152018, Page 0096 of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri, as further amended by that Second Correction Quit Claim Deed by and between Seller and Purchaser dated as of July 13, 2018 and recorded on July 18, 2018 at Book 07182018, Page 0206 of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri, that Third Correction Quit Claim Deed by and between Seller and Purchaser dated as of August 31, 2018 and recorded on September 4, 2018 at Book 09042018, Page 0006 of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri, that Fourth Correction Quit Claim Deed by and between Seller and Purchaser dated as of December 19, 2018 and recorded on December 27, 2018 at Book 12272018, Page 0204 of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri, and that Fourth Correction Quit Claim Deed by and between Seller and Purchaser dated as of even date herewith to be recorded in the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri.

3. This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, successors, and assigns. This Amendment shall be governed by the laws of the State of Missouri.
4. Except as expressly amended hereby, the Escrow Agreement shall remain in full force and effect and is hereby ratified and confirmed in all respects.

[Signature Page Follows]

IN WITNESS WHEREOF, the Escrow Agent, Seller, Lender, and Purchaser have executed this Amendment as of the Effective Date.

SELLER:

CITY OF ST. LOUIS,  
a municipal corporation of the state of  
Missouri

By: \_\_\_\_\_  
Lyda Krewson, Mayor

By: \_\_\_\_\_  
Darlene Green, Comptroller

APPROVED AS TO FORM:

By: \_\_\_\_\_  
Julian Bush, City Counselor

Attest:

\_\_\_\_\_  
Dionne Flowers, City Register

PURCHASER:

Vertical Realty Advisors, LLC  
a Missouri limited liability company

By: MCB Hotel Owner, LLC,  
a Missouri limited liability company  
its sole member

By: MCB Hotel Manager, LLC,  
a Missouri limited liability company  
its manager

By: MCB Hotel Venture, LLC,  
a Missouri limited liability company  
its manager

By: CLMO, LP,  
a Virginia limited partnership  
its manager

By: Red Leaf Development LLC  
an Indiana limited liability company  
its general partner

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David Roos, Manager



LENDER:

UNION BANK & TRUST COMPANY

By: \_\_\_\_\_  
Tom Marchael, Vice President

ESCROW AGENT:

First American Title Insurance Company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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**DOCUMENT COVER SHEET**

**TITLE OF DOCUMENT:** Fifth Correction Quit Claim Deed

**DATE OF DOCUMENT:** June 19, 2019

**GRANTOR:** City of St. Louis

**Mailing Address:** 1200 Market Street  
St. Louis, Missouri 63103

**GRANTEE:** Vertical Realty Advisors, LLC

**Mailing Address:** 1136 Washington Ave., No. 303  
St. Louis, Missouri 63101

**LEGAL DESCRIPTION:** LOT B OF CITY HALL SUBDIVISION PLAT 1 AND  
BEING IN CITY BLOCK 207 OF THE CITY OF ST.  
LOUIS, ACCORDING TO THE PLAT THEREOF  
RECORDED IN BOOK 10012014, PAGE 216 OF THE  
ST. LOUIS CITY, MISSOURI RECORDS

**REFERENCE BOOK & PAGE:** Book 12282017, Page 0193  
Book 06152018, Page 0096  
Book 07182018, Page 0206  
Book 09042018, Page 0006  
Book 12272018, Page 0204

**NOTE: THIS FIFTH CORRECTION QUIT CLAIM DEED IS BEING EXECUTED AND  
RECORDED IN ORDER TO AMEND CERTAIN DATES SET FOR IN THE ORIGINAL  
QUIT CLAIM DEED, AS MODIFIED BY THE FIRST CORRECTION QUIT CLAIM  
DEED AND AS FURTHER MODIFIED BY THE SECOND CORRECTION QUIT  
CLAIM DEED, THE THIRD CORRECTION QUIT CLAIM DEED AND THE FOURTH  
CORRECTION QUIT CLAIM DEED.**

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### FIFTH CORRECTION QUIT CLAIM DEED

**THIS DEED** is made and entered into to be effective as of the 19<sup>th</sup> day of June, 2019, by and between the **CITY OF ST. LOUIS**, a municipal corporation of the State of Missouri, with an address of 1200 Market Street, St. Louis, Missouri 63103, the Grantor, and **VERTICAL REALTY ADVISORS, LLC**, a Missouri limited liability company with an address of 1136 Washington Ave., No. 303, St. Louis, Missouri 63101, the Grantee.

**WITNESSETH**, that the said Grantor, for and in consideration of the sum of One Dollar and other valuable considerations paid by the said Grantee, the sufficiency and receipt of which is hereby acknowledged, does by these presents **REMISE, RELEASE AND FOREVER QUIT CLAIM** unto the said Grantee, the following described Real Estate in the City of St. Louis, State of Missouri (the "**Real Estate**"), to wit:

LOT B OF CITY HALL SUBDIVISION PLAT 1 AND BEING IN CITY BLOCK 207 OF THE CITY OF ST. LOUIS, ACCORDING TO THE PLAT THEREOF RECORDED IN BOOK 10012014, PAGE 216 OF THE ST. LOUIS CITY, MISSOURI RECORDS

**TO HAVE AND TO HOLD** the same, together with all rights and appurtenances to the same belonging, unto the said Grantee, and to the successors and assigns of Grantee forever, so that neither the said Grantor, nor Grantor's successors or assigns, nor any other person or persons for Grantor or in Grantor's name or behalf, shall or will hereafter claim or demand any right or title to the aforesaid premises, or any part thereof, but it and every one of them shall, by these presents, be excluded and forever barred.

**PROVIDED, HOWEVER**, title to the Real Estate shall revert to the Grantor automatically unless, on or before December 31, 2019, the Grantor delivers to the Grantee a recordable instrument substantially in the form of Exhibit A attached hereto and incorporated herein releasing Grantor's right of reverter (the "**Release**"). Grantor shall only be required to release its right of reverter if all of the following are satisfied by the Grantee, to Grantor's reasonable satisfaction, on or before December 31, 2019:

1. Grantee has paid all of Seller's Fees, as defined in the First Amended and Restated Contract for Sale of Real Estate between Grantor and Grantee dated December 28, 2017 (as amended, the "**Contract**"), incurred by Grantor after the Closing, as defined in the Contract;
2. The Redevelopment Agreement, as defined in the Contract, is in full force and effect;
3. Grantee has closed on its financing to undertake completion of the Redevelopment Project, as defined in the Contract; and
4. Grantee has provided Grantor with a copy of a fully executed construction contract with a contractor satisfactory to Grantor for construction of the Redevelopment Project, along with a performance bond or other form of security in favor of Grantor satisfactory to Grantor guarantying construction of the Redevelopment Project.

If Grantee satisfies each and every of the foregoing conditions on or before December 31, 2019, then Grantor's right of reverter provided herein shall be null and void, and Grantor shall promptly execute the Release for Grantee to record; but if any of the foregoing conditions are not satisfied on or before December 31, 2019, then title to the Real Estate shall revert to Grantor automatically, Grantee's interest in the Real Estate shall terminate, and, if so requested by Grantor, Grantee will execute a quit claim deed conveying such Real Estate to Grantor. Until such time as Grantor executes and delivers the Release for Grantee to record, Grantee covenants and agrees that it will not mortgage or encumber the Real Estate or permit any lien arising through, under, or by Grantee to attach thereto.

**IN WITNESS WHEREOF**, the parties have executed these presents as of the day and year first above written.

*[Remainder of page is intentionally blank-signature pages follow.]*

Grantor:

City of St. Louis,  
a municipal corporation of the State of Missouri

By: \_\_\_\_\_  
Lyda Krewson, Mayor

By: \_\_\_\_\_  
Darlene Green, Comptroller

Approved as to form:

By: \_\_\_\_\_  
Julian Bush, City Counselor

Attest:

By: \_\_\_\_\_  
Dionne Flowers, City Register



STATE OF MISSOURI     )  
                                  ) SS.  
CITY OF ST. LOUIS     )

On this \_\_\_\_\_ day of December 2018, before me appeared LYDA KREWSON to me personally known, who being by me duly sworn did say that she is the Mayor of the City of St. Louis, and that she is authorized to execute this Fourth Correction Quit Claim Deed on behalf of the City of St. Louis and acknowledged said instrument to be the free act and deed of the City of St. Louis.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

\_\_\_\_\_  
Notary Public

Printed Name: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_

STATE OF MISSOURI     )  
                                  ) SS.  
CITY OF ST. LOUIS     )

On this \_\_\_\_\_ day of December 2018, before me appeared DARLENE GREEN to me personally known, who being by me duly sworn did say that she is the Comptroller of the City of St. Louis, and that she is authorized to execute this Fourth Correction Quit Claim Deed on behalf of the City of St. Louis and acknowledged said instrument to be the free act and deed of the City of St. Louis.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

\_\_\_\_\_  
Notary Public

Printed Name: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_

Grantee:

Vertical Realty Advisors, LLC  
a Missouri limited liability company

By: MCB Hotel Owner, LLC,  
a Missouri limited liability company  
its sole member

By: MCB Hotel Manager, LLC,  
a Missouri limited liability company  
its manager

By: MCB Hotel Venture, LLC,  
a Missouri limited liability company  
its manager

By: CLMO, LP,  
a Virginia limited partnership  
its manager

By: Red Leaf Development, LLC  
an Indiana limited liability company  
its general partner

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David Roos, Manager

STATE OF \_\_\_\_\_ )  
 ) SS.  
CITY OF \_\_\_\_\_ )

On this \_\_\_\_ day of June in the year 2019, before me, a Notary Public in and for said state, personally appeared David Roos, the Manager of Red Leaf Development LLC, an Indiana limited liability company, the general partner of CLMO, LP, a Virginia limited partnership, the manager of MCB Hotel Venture, LLC, a Missouri limited liability company, the manager of MCB Hotel Manager, LLC, a Missouri limited liability company, the manager of MCB Hotel Owner, LLC, a Missouri limited liability company, the sole member of Vertical Realty Advisors, LLC, known to me to be the person who executed the within instrument in behalf of Nelson Development 1, LLC, as the manager of MCB Hotel Venture, LLC, as the manager of MCB Hotel Manager, LLC, as the manager of MCB Hotel Owner, LLC, as the sole member of Vertical Realty Advisors, LLC, and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the CITY and State aforesaid, the day and year first above written.

\_\_\_\_\_  
Notary Public

Printed Name: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_

EXHIBIT A  
[Follows]

Space Above for Recorder's Use Only

**RELEASE OF RIGHT OF REVERTER**

**THIS RELEASE OF RIGHT OF REVERTER** is made this \_\_\_\_ day of \_\_\_\_\_, 2019 by the **CITY OF ST. LOUIS**, a municipal corporation of the State of Missouri, with an address of 1200 Market Street, St. Louis, Missouri 63103, the Grantor, in favor of **VERTICAL REALTY ADVISORS, LLC**, a Missouri limited liability company with an address of 1136 Washington Ave., No. 303, St. Louis, Missouri 63101, the Grantee.

**WITNESSETH:**

**WHEREAS**, by Quit Claim Deed dated as of December 28, 2017 and recorded on December 28, 2017 at Book 12282017, Page 0193 of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri, as amended by that Correction Quit Claim Deed by and between Seller and Purchaser dated as of June 14, 2018 and recorded on June 15, 2018 at Book 06152018, Page 0096 of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri, and as further amended by that Second Correction Quit Claim Deed by and between Seller and Purchaser dated as of July 13, 2018 and recorded on July 18, 2018 at Book 07182018, Page 0206 of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri, and that Third Correction Quit Claim Deed dated as of August 31, 2018 and recorded on September 4, 2018 at Book 09042018, Page 0006 of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri, that Fourth Correction Quit Claim Deed dated as of December 19, 2018 and recorded on December 27, 2018 at Book 12272018, Page 0204, and that Fifth Correction Quit Claim Deed dated as of December 19, 2018 and recorded on \_\_\_\_\_ at Book \_\_\_\_\_, Page \_\_\_\_\_ of the Records of the Recorder of Deeds' Office of the City of St. Louis, Missouri (such Quit Claim Deed, as amended, the "**Deed**"), Grantor conveyed to Grantee the following described real estate:

LOT B OF CITY HALL SUBDIVISION PLAT 1 AND BEING IN CITY BLOCK 207 OF THE CITY OF ST. LOUIS, ACCORDING TO THE PLAT THEREOF RECORDED IN BOOK 10012014, PAGE 216 OF THE ST. LOUIS CITY, MISSOURI RECORDS

(the "**Property**"); and

**WHEREAS**, in the Deed, the Grantor retained a right of reverter in Grantor's favor with respect to the Property if certain conditions described in the Deed were not met by Grantee by December 31, 2019; and

**WHEREAS**, the conditions were met by Grantee; and

**WHEREAS**, Grantor desires to execute this Release of Right of Reverter to acknowledge the release of the right of reverter with respect to the Property in favor of Grantor contained in the Deed.

**NOW, THEREFORE**, in consideration of the satisfaction of the conditions in the Deed described by the Grantee, and for other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Grantor **HAS RELEASED AND DOES HEREBY RELEASE** the right of reverter in favor of Grantor retained in the Deed, and Grantee's ownership of the Property is free from any right of reverter in favor of Grantor contained in the Deed.



**IN WITNESS WHEREOF**, Grantor has executed these presents to be effective as of the day and year first above written.

Grantor:

City of St. Louis,  
a municipal corporation of the State of Missouri

By: \_\_\_\_\_  
Lyda Krewson, Mayor

By: \_\_\_\_\_  
Darlene Green, Comptroller

Approved as to form:

By: \_\_\_\_\_  
Julian Bush, City Counselor

Attest:

By: \_\_\_\_\_  
Dionne Flowers, City Register

STATE OF MISSOURI     )  
                                  ) SS.  
CITY OF ST. LOUIS     )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2019, before me appeared LYDA KREWSON to me personally known, who being by me duly sworn did say that she is the Mayor of the City of St. Louis, and that she is authorized to execute this Release on behalf of the City of St. Louis and acknowledged said instrument to be the free act and deed of the City of St. Louis.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

\_\_\_\_\_  
Notary Public

Printed Name: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_  
STATE OF MISSOURI     )  
                                  ) SS.  
CITY OF ST. LOUIS     )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2019, before me appeared DARLENE GREEN to me personally known, who being by me duly sworn did say that she is the Comptroller of the City of St. Louis, and that she is authorized to execute this Release on behalf of the City of St. Louis and acknowledged said instrument to be the free act and deed of the City of St. Louis.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

\_\_\_\_\_  
Notary Public

Printed Name: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_

If Grantee satisfies each and every of the foregoing conditions on or before December 31, 2019, then Grantor's right of reverter provided herein shall be null and void, and Grantor shall promptly execute the Release for Grantee to record; but if any of the foregoing conditions are not satisfied on or before December 31, 2019, then title to the Real Estate shall revert to Grantor automatically, Grantee's interest in the Real Estate shall terminate, and, if so requested by Grantor, Grantee will execute a quit claim deed conveying such Real Estate to Grantor. Until such time as Grantor executes and delivers the Release for Grantee to record, Grantee covenants and agrees that it will not mortgage or encumber the Real Estate or permit any lien arising through, under, or by Grantee to attach thereto.

IN WITNESS WHEREOF, the parties have executed these presents as of the day and year first above written.

*[Remainder of page is intentionally blank-signature pages follow.]*